

CONSENTIMIENTO ESCRITO DE LA MAYORIA DE LOS ACCIONISTAS DE

SMR SPECTRUM P.R., INC.

Los accionistas de SMR Spectrum P.R., Inc. (Compania), siendo poseedores de la mayoria de las acciones emitidas y en circulacion, por este medio releva notificacion a una reunion extraordinaria de los accionistas de la Compania y consienten cuando hayan firmado este consentimiento, que las siguientes resoluciones entonces, sean adoptados de la misma manera y teniendo la misma fuerza y efecto como si se adoptara por la mayoria del voto en una reunion extraordinaria de accionistas de la Compania que se llevo a cabo, debidamente anunciado y convocado con el proposito de actuar sobre la propuesta de adoptar tales resoluciones, todos de acuerdo con la Seccion 228 de la Ley General de Corporaciones del Estado de Delaware:

I. CONTRATO DE EMPRESA EN COMUN

Resuelto, que la mayoria de los accionistas de la Compania ratifiquen el Contrato de Empresa en Comun ejecutado por el Director en mayo de 1994 con Telecellular, Inc., una corporacion de Delaware formado en diciembre de 1993; y

Resuelto en adicon, que el Director, un oficial o un accionista de la Compania, insertar una copia del Contrato de Empresa en Comun en el libro de minutos de la Compania.

II. ENMIENDA AL CONTRATO DE EMPRESA EN COMUN

Resuelto, que la mayoria de los accionistas de la Compania apruebe la enmienda del Contrato de Empresa en Comun con Telecellular, Inc.; y

Resuelto en adicon, que el Director, un oficial o uno de los accionistas de la Compania, insertar una copia del Contrato de Empresa en Comun Enmendado en el libro de minutos de la Compania.

III. RESCISION DEL CONTRATO DE CONSTRUCCION Y ADMINISTRACION

Resuelto, que la mayoria de los accionistas de la Compania rescinde el Contrato de Construccion y Administracion ejecutado por el Director el 26 de mayo de 1995 con Telecellular de Puerto Rico, Inc., una corporacion de Delaware formada en febrero de 1995; y

Resuelto en adicon, que el Director, un oficial o un accionista de la Compania notifique por escrito a Telecellular de Puerto Rico, Inc. De la decision de rescindir el Contrato de Construccion y Administracion.

IV. CONTRATO DE CONSTRUCCION Y ADMINISTRACION

Resuelto, que la mayoria de los accionistas de la Compania apruebe el Contrato de Construccion y Administracion entre Telecellular, Inc. y la Compania y autorize al Director, un oficial o un accionista de la Compania a ejecutar el Contrato de Construccion y Administracion para la Compania con Telecellular, Inc.

Resuelto en adicon, que el Director, un oficial o uno de los accionistas de la Compania, insertar una copia del Contrato de Construccion y Administracion en el libro de minutos de la Compania.

FECHA: 5-16-97

FIRMA DE ACCIONISTA

ACCIONES: 171,875

NOMBRE EN LETRA DE MOLDE

JULIO MASTERO

CONSENTIMIENTO ESCRITO DE LA MAYORIA DE LOS ACCIONISTAS DE

SMR SPECTRUM P.R., INC.

Los accionistas de SMR Spectrum P.R., Inc. (Compania), siendo poseedores de la mayoria de las acciones emitidas y en circulacion, por este medio relevan notificacion a una reunion extraordinaria de los accionistas de la Compania y consentan cuando hayan firmado este consentimiento, que las siguientes resoluciones entonces, sean adoptados de la misma manera y teniendo la misma fuerza y efecto como si se adoptara por la mayoria del voto en una reunion extraordinaria de accionistas de la Compania que se llevo a cabo, debidamente anunciado y convocado con el proposito de actuar sobre la propuesta de adoptar tales resoluciones, todos de acuerdo con la Seccion 228 de la Ley General de Corporaciones del Estado de Delaware:

I. CONTRATO DE EMPRESA EN COMUN

Resuelto, que la mayoria de los accionistas de la Compania ratifiquen el Contrato de Empresa en Comun ejecutado por el Director en mayo de 1994 con Telecellular, Inc., una corporacion de Delaware formado en diciembre de 1993; y

Resuelto en adicon, que el Director, un oficial o un accionista de la Compania, insertar una copia del Contrato de Empresa en Comun en el libro de minutas de la Compania.

II. ENMIENDA AL CONTRATO DE EMPRESA EN COMUN

Resuelto, que la mayoria de los accionistas de la Compania apruebe la enmienda del Contrato de Empresa en Comun con Telecellular, Inc.; y

Resuelto en adicon, que el Director, un oficial o uno de los accionistas de la Compania, insertar una copia del Contrato de Empresa en Comun Enmendado en el libro de minutas de la Compania.

III. RESCISION DEL CONTRATO DE CONSTRUCCION Y ADMINISTRACION

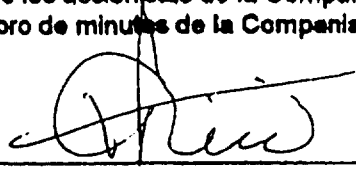
Resuelto, que la mayoria de los accionistas de la Compania rescinde el Contrato de Construccion y Administracion ejecutado por el Director el 26 de mayo de 1995 con Telecellular de Puerto Rico, Inc., una corporacion de Delaware formada en febrero de 1995; y

Resuelto en adicon, que el Director, un oficial o un accionista de la Compania notifique por escrito a Telecellular de Puerto Rico, Inc. De la decision de rescindir el Contrato de Construccion y Administracion.

IV. CONTRATO DE CONSTRUCCION Y ADMINISTRACION

Resuelto, que la mayoria de los accionistas de la Compania apruebe el Contrato de Construccion y Administracion entre Telecellular, Inc. y la Compania y autorize al Director, un oficial o un accionista de la Compania a ejecutar el Contrato de Construccion y Administracion para la Compania con Telecellular, Inc.

Resuelto en adicon, que el Director, un oficial o uno de los accionistas de la Compania, insertar una copia del Contrato de Construccion y Administracion en el libro de minutas de la Compania.

FECHA: 7/11/97 FIRMA DE ACCIONISTA 
ACCIONES: 157,500 NOMBRE EN LETRA DE MOLDE ALEJANDRO RIVERA

CONSENTIMIENTO ESCRITO DE LA MAYORIA DE LOS ACCIONISTAS DE
SMR SPECTRUM P.R., INC.

Los accionistas de SMR Spectrum P.R., Inc. (Compania), siendo poseedores de la mayoria de las acciones emitidas y en circulacion, por este medio relevan notificacion a una reunion extraordinaria de los accionistas de la Compania y consentan cuando hayan firmado este consentimiento, que las siguientes resoluciones entonces, sean adoptadas de la misma manera y teniendo la misma fuerza y efecto como si se adoptara por la mayoria del voto en una reunion extraordinaria de accionistas de la Compania que se lleve a cabo, debidamente anunciado y convecado con el proposito de actuar sobre la propuesta de adoptar tales resoluciones, todas de acuerdo con la Seccion 226 de la Ley General de Corporaciones del Estado de Delaware:

I. CONTRATO DE EMPRESA EN COMUN

Resuelto, que la mayoria de los accionistas de la Compania ratifiquen el Contrato de Empresa en Comun ejecutado por el Director en mayo de 1994 con Telecelular, Inc., una corporacion de Delaware formado en diciembre de 1993; y

Resuelto en adicon, que el Director, un oficial o un accionista de la Compania, insertar una copia del Contrato de Empresa en Comun en el libro de minutos de la Compania.

II. ENMIENDA AL CONTRATO DE EMPRESA EN COMUN

Resuelto, que la mayoria de los accionistas de la Compania apruebe la enmienda del Contrato de Empresa en Comun con Telecelular, Inc.; y

Resuelto en adicon, que el Director, un oficial o uno de los accionistas de la Compania, insertar una copia del Contrato de Empresa en Comun Enmendado en el libro de minutos de la Compania.

III. RESCINDA EL CONTRATO DE CONSTRUCCION Y ADMINISTRACION

Resuelto, que la mayoria de los accionistas de la Compania rescinda el Contrato de Construccion y Administracion ejecutado por el Director el 26 de mayo de 1995 con Telecelular de Puerto Rico, Inc., una corporacion de Delaware formada en febrero de 1995; y

Resuelto en adicon, que el Director, un oficial o un accionista de la Compania notifique por escrito a Telecelular de Puerto Rico, Inc. De la decision de rescindir el Contrato de Construccion y Administracion.

IV. CONTRATO DE CONSTRUCCION Y ADMINISTRACION

Resuelto, que la mayoria de los accionistas de la Compania apruebe el Contrato de Construccion y Administracion entre Telecelular, Inc. y la Compania y autorize al Director, un oficial o un accionista de la Compania a ejecutar el Contrato de Construccion y Administracion para la Compania con Telecelular, Inc.

Resuelto en adicon, que el Director, un oficial o uno de los accionistas de la Compania, insertar una copia del Contrato de Construccion y Administracion en el libro de minutos de la Compania.

FECHA: 7/11/97

FIRMA DE ACCIONISTA

Francisco Gonzalez

ACCIONES: 46,875

NOMBRE EN LETRA DE MOLDE

FRANCISCO GONZALEZ

WRITTEN CONSENT OF MAJORITY OF SHAREHOLDERS OF

SMR SPECTRUM P.R., INC.

- The undersigned, being the holders of a majority of the issued and outstanding shares of SMR Spectrum P.R., Inc. (Company), hereby waive notice and call for a special meeting of shareholders of the Company and consent that when they shall have signed this consent, the following resolutions then shall be deemed to be adopted to the same extent and having the same force and effects as if adopted by a majority vote at a formal meeting of Shareholders of the Company held, duly called, and convened for the purpose of acting upon the proposal to adopt such resolutions, all in accordance with Section 228 of the General Corporation Law of Delaware:

I. JOINT VENTURE AGREEMENT

Resolved, that the majority of Shareholders of the Company ratify the Joint Venture Agreement executed by the Director in May, 1994 with Telecellular, Inc., a Delaware corporation formed in December, 1993; and

Further Resolved, that the Director, an officer or one of the Shareholders of the Company insert an executed copy of the Joint Venture Agreement in the minute book of the Company.

II. AMENDMENT OF THE JOINT VENTURE AGREEMENT

Resolved, that the majority of the Shareholders of the Company approve the Amended Joint Venture Agreement with Telecellular, Inc., and

Further Resolved, that the Director, an officer or one of the Shareholders of the Company insert an executed copy of the Amended Joint Venture Agreement in the minute book of the Company.

III. RESCISSION OF CONSTRUCTION AND MANAGEMENT AGREEMENT

Resolved, that the majority of the Shareholders of the Company rescind the Construction and Management Agreement executed by the Director on May 26, 1995 with Telecellular de Puerto Rico, Inc., a Delaware corporation formed in February, 1995; and

Further Resolved, that the Director, an officer or one of the Shareholders by writing, notify Telecellular de Puerto Rico, Inc. Of the Company's decision to rescind the Construction and Management Agreement.

IV. CONSTRUCTION AND MANAGEMENT AGREEMENT

Resolved, that the majority of Shareholders of the Company approve the Construction and Management Agreement between Telecellular, Inc. and the Company and authorize the Director, an officer or one of the Shareholders of the Company to execute the Construction and Management Agreement on behalf of the Company; and

Further Resolved, that the Director, an officer or one of the Shareholders of the Company insert an executed copy of the Construction and Management Agreement in the minute book of the Company.

DATE: 7/11/97 SHAREHOLDER SIGNATURE

SHARES: 12,500 PRINT NAME

Douglas W Pennock

WRITTEN CONSENT OF MAJORITY OF SHAREHOLDERS OF

SMR SPECTRUM P.R., INC.

The undersigned, being the holders of a majority of the issued and outstanding shares of SMR Spectrum P.R., Inc. (Company), hereby waive notice and call for a special meeting of shareholders of the Company and consent that when they shall have signed this consent, the following resolutions then shall be deemed to be adopted to the same extent and having the same force and effects as if adopted by a majority vote at a formal meeting of Shareholders of the Company held, duly called, and convened for the purpose of acting upon the proposal to adopt such resolutions, all in accordance with Section 228 of the General Corporation Law of Delaware:

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Further Resolved, that the Director, an officer or one of the Shareholders of the Company insert an executed copy of the Joint Venture Agreement in the minute book of the Company.

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Further Resolved, that the Director, an officer or one of the Shareholders of the Company insert an executed copy of the Construction and Management Agreement in the minute book of the Company.

DATE: 7-11-97 SHAREHOLDER SIGNATURE _____

SHARES: 62,500 PRINT NAME _____

Christopher F. Pennock

SMR Spectrum P.R., Inc.

Lcdo. Vicente Antonetti
G.P.O. Box 70364
San Juan, P.R. 00936-0364
(787) 721-2229
S.S.: 582-94-7738
Total Shares: 120,625 12.18%

Francisco Gonzalez
Reparto Bella Vista F-7
Aibonito, P.R. 00750
(787) 735-8256
S.S.: 097-44-4941
Total Shares: 46,875 4.73%

Drew Hart
P.O. Box 66436
Baton Rouge, LA 70896
(504) 927-6815
S.S.: 433-84-0018
Total Shares: 12,500 1.26%

Bradley Huffman
P.O. Box 2550
San Juan, P.R. 00902
(787) 783-8350
S.S.: 584-50-1878
Total Shares: 31,250 3.15%

Brent Huffman
Calle 1 B-7 Romany Park
Rio Piedras, P.R. 00926
(787) 720-3629
S.S.: 584-62-1422
Total Shares: 62,500 6.31%

William Huffman
P.O. Box 194
Fajardo, P.R. 00738
(787) 863-1803
S.S.: 583-32-7490
Total Shares: 31,250 3.15%

Julio Mantero
Box 15
Juncos, P.R. 00777
(787) 734-2111
S.S.: 581-74-0170
Total Shares: 171,875 17.35%

Continuation, SMR Spectrum P.R., Inc.

Christopher Pennock
G.P.O. Box 363587
San Juan, P.R. 00936
(787) 272-2571
S.S.: 584-11-0208
Total Shares: 62,500 6.31%

Douglas Pennock
Playera 1657
San Francisco Urb.
Rio Piedras, P.R. 00927
(787) 785-1657
S.S.: 583-56-0637
Total Shares: 12,500 1.26%

Eduardo Rosado-Acevedo
Via 20 RR-#26
Villa Fontana
Carolina, P.R. 00983
(787) 769-7264
S.S.: 583-20-1323
Total Shares: 62,500 6.31%

Alejandro Rivera
P.O. Box 452
Naranjito, P.R. 00719
(787) 869-5264
S.S.: 580-64-5330
Total Shares: 157,500 15.9%

Herber Rivera
1269 Green Acres Lane
Elgin, IL 60123
(847) 695-4969
S.S.: 583-26-0785
Total Shares: 62,500 6.31%

Renee Saito
4040 7th. Ave., N.E.
Apt. 406
Seattle, WA. 98105
(206) 548-0335
S.S.: 575-86-4117
Total Shares: 156,250 15.77%

Total Authorized Shares 1,000,000
Issued and Outstanding 990,625
Treasury Stock 9,375

EXHIBIT C

Benjamín Angueira Aguirre

ATTORNEY AND COUNSELOR AT LAW
ABOGADO - NOTARIO

P.O. Box 1686
Carolina, P.R. 00984

TEL. (787) 722-3040
723-0233

November 7, 1997

Al Catalano
Day & Catalano
1000 Connecticut Ave. N.W.
Suite 901
Washington, D.C. 20036

Re: Telecellular, Inc.

Dear Mr. Catalano:

The purpose of this letter is to inform you regarding the steps we are undertaking to appeal the decision of the judgment entered by Judge C. Heydee Pagani Prado of the Superior Court of San Juan, Puerto Rico in the lawsuit brought by Telecellular, Inc. and eight License Corporations against Telecellular de Puerto Rico, Inc. and two of its directors.

You should note that contrary to representations made to the Commission by Telecellular de Puerto Rico, Inc.'s FCC counsel, its litigation counsel, and Mr. Roger Crane, its president, the local court should not order the transfer of the authorizations of the three License Corporations until the sentence is final, that is 30 days after it is notified, providing it has not been appealed.

Please note the following points:

1. We will raise numerous issues on appeal of possible violations of the U.S. & P.R.'s Constitution, Rules of Civil Procedure of Puerto Rico, federal statutes and federal administrative rules and regulations. We are appealing the decision mostly based on the following points which we are studying and analyzing:

a) By instructions of Judge Zadette Bajandas Vélez Mr. Paul Conrad, an officer of a License Corporation, was forced to act as a legal representative for three License Corporations in violation of the Rules of Civil Procedure of Puerto Rico as well as the General Corporation Law of Puerto Rico that prohibits any corporation to be represented by anyone other than an attorney.

b) The order of the Judge confirms the validity of the contracts with Telecellular de Puerto Rico, Inc. (TPR) without considering the substantial contrary proof presented by Paul Conrad while he was forced to act as a lawyer for the three License Corporations.

c) In determining the rights of the parties under the Communications Act of 1934, as amended, and the FCC's rules and regulations, the Judge may inappropriately decide matters preempted by federal law and reserved for federal court jurisdiction.

d) The transfer of the licenses of the three License Corporations could be in violation of Section 301(d) of the Communications Act of 1934, as amended, and Section 90.609 of the FCC's rules, 47 C.F.R. Consequently, the Judge's order could be considered "ultra vires in radici".

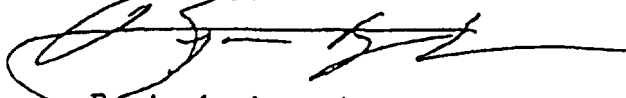
e) The Purchase Option Agreement may contradict Section 2001 of Puerto Rico General Corporation Law since the holders of a majority of the issued and outstanding shares have never been asked to approve the Agreement at a meeting or through execution of a written consent.

f) The July 1997 hearing at which the order was issued occurred while one of the affected License Corporations was in bankruptcy and thus may have violated the automatic stay of the federal bankruptcy law.

We expect the appeal will require at least three to six months.

If you are aware of any other FCC rules or regulations which you feel are affected by the Judge's order and would be helpful, please contact us at your earliest convenience.

Sincerely,



Benjamín Angueira Aguirre, Esq.

EXHIBIT D

LUKAS, MCGOWAN, NACE & GUTIERREZ

CHARTERED

1111 NINETEENTH STREET, N.W.

SUITE 1200

WASHINGTON, D.C. 20036

(202) 857-3500

RUSSELL D. LUKAS
GERALD S. MCGOWAN
DAVID L. NACE
THOMAS GUTIERREZ
ELIZABETH R. SACHS
GEORGE L. LYON, JR.
PAMELA L. GIST
DAVID A. LAFURIA
TERRY J. ROMINE
J. JUSTIN McCLURE
MARILYN SUCHECKI MENSE
PAMELA GAARY HOLRAN
B. LYNN F. RATNAVALE

* NOT ADMITTED IN D.C.

CONSULTING ENGINEERS
THOMAS G. ADCOCK, P.E.
MEHRAN NAZARI
ALI KUZEHKANANI
SHAHRAM HOJATI, D.SC.
LEROY A. ADAM
LEILA REZANAVAZ
FARID SEYEDVOSOGHI

OF COUNSEL
JOHN J. MCAVOY
J.K. HAGE III*

TELECOPIER
(202) 842-4485

Email: lmng@fcclew.com
<http://www.fcclew.com>

WRITER'S DIRECT DIAL

(202) 828-9471

October 30, 1997

HAND DELIVERED

David Furth, Chief
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
2100 M Street, N.W., 7th Floor, Room 24
Washington, D.C. 20554

**RE: TELECELLULAR DE PUERTO RICO, INC.
EXTENDED IMPLEMENTATION REJUSTIFICATION
PETITION FOR RECONSIDERATION**

Dear David:

I am enclosing several additional items relating to TeleCellular de Puerto Rico, Inc's ("TPR") pending Petition for Reconsideration of the denial of its Extended Implementation ("EI") rejustification. As you know, the current deadline for construction of TPR's facilities is approximately three weeks away; it is critical that the FCC act on that Petition as soon as possible.

The first document is an English translation of the Notice of Judgment issued in favor of TPR on October 23, 1997. This decision confirms TPR's assertion that the delays it experienced in implementing its wide-area system were entirely outside its control. The Court determined that those delays were the direct result of actions taken by parties acting on behalf of Telecellular, Inc. ("TI"), the entity claiming to be the real-party-in-interest in the EI joint venture known as TELECELLULAR. TPR is pleased that the Court concurred fully with TPR's position that the contractual obligations associated with the EI joint venture ran to TPR, not TI.

I also am enclosing copies of letters that TI has sent recently to shareholders and directors of the licensee corporations that have been determined by the Court to be part of the TELECELLULAR joint venture. It appears that TI now has represented itself to the

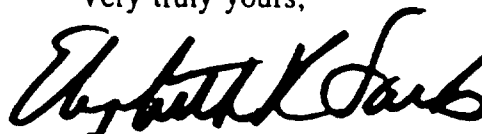
David Furth, Chief
October 30, 1997
Page 2

Commission as the real-party-in-interest in that joint venture, contrary to the express findings of the Court. Moreover, it is attempting to use its meeting with the FCC to persuade the licensee corporations that their licenses will be cancelled unless they cooperate with TI's efforts. TPR has sent a responsive letter summarizing the Court's determinations, and advising them that TPR is optimistic that its Petition has been granted. However, until the FCC acts, TPR cannot confirm that the November 20, 1997 deadline will be extended.

Finally, because TI seemingly has represented itself to the FCC as the real-party-in-interest in the TELECELLULAR joint venture, a claim that is contrary to the Court's Notice, adverse to TPR's interests, and entirely inconsistent with the position taken by TPR in its Petition, TPR believes this matter now must be classified as a restricted proceeding in accordance with Section 1.1208 of the FCC's rules. To the extent TI misrepresented itself to the FCC during that meeting to induce the Commission to engage in a prohibited communication, TPR is confident that the FCC will take appropriate action. If the Commission disagrees with TPR's interpretation of the applicability of the ex parte rules to this matter, please advise me accordingly at your earliest convenience.

We must again emphasize the critical importance of timely FCC action on TPR's pending Petition. Thank you in advance for your prompt attention to this matter.

Very truly yours,



Elizabeth R. Sachs

Enclosures

cc: Mr. Roger Crane (w/out enclosures)
Frederick Day, Esq. (w/enclosures)

COPY

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC

RECEIVED
JUN 20 1997

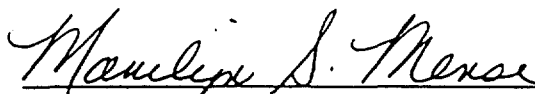
Federal Communications Commission
Office of Secretary

In the Matter of)
)
Amendment of Part 90 of the) PR Docket No. 93-144
Commission's Rules to Facilitate) RM-8117, RM-8030,
Future Development of SMR Systems) RM-8029
in the 800 MHz Frequency Band)
)
Implementation of Sections 3(n) and 322)
of the Communications Act)
Regulatory Treatment of Mobile Services)
)
Implementation of Section 309(j))
of the Communications Act -) PP Docket No. 93-253
Competitive Bidding)

To: The Commission

PETITION FOR RECONSIDERATION

TELECELLULAR



By its Attorneys:
Elizabeth R. Sachs
Marilyn S. Mense

Lukas, McGowan, Nace & Gutierrez
1111 19th Street, NW 12th Floor
Washington, DC 20036
(202) 857-3500

Filed: June 20, 1997

CERTIFICATE OF SERVICE

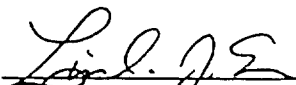
I, Linda J. Evans, a secretary in the law office of Lukas, McGowan, Nace & Gutierrez, hereby certify that I have, on this June 20, 1997, caused to be mailed a copy of the foregoing Petition for Reconsideration to the following:

- * Chairman Reed E. Hundt
Federal Communications Commission
1919 M Street, N.W., Room 814
Washington, D.C. 20554
- * Commissioner James H. Quello
Federal Communications Commission
1919 M Street, N.W., Room 802
Washington, D.C. 20554
- * Commissioner Rachelle B. Chong
Federal Communications Commission
1919 M Street, N.W., Room 844
Washington, D.C. 20554
- * Commissioner Susan Ness
Federal Communications Commission
1919 M Street, N.W., Room 832
Washington, D.C. 20554
- * Dan Phythyon, Acting Chief
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 5002
Washington, D.C. 20554
- * Rosalind K. Allen, Deputy Chief
Wireless Telecommunications Bureau
Federal Communications Commission
2025 M Street, N.W., Room 5002
Washington, D.C. 20554
- * David Furth, Chief
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
2100 M Street, N.W., 7th Floor, Room 24
Washington, D.C. 20554

* Sandra Danner, Deputy Chief
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
2100 M Street, N.W., 7th Floor
Washington, D.C. 20554

* Ramona Melson, Chief
Legal Branch
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
2100 M Street, N.W., 7th Floor
Washington, D.C. 20554

** Terry L. Fishel, Chief
Land Mobile Branch
Division of Operations
Wireless Telecommunications Bureau
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325


Linda J. Evans

*Via Hand Delivery 6/20/97

**Via Hand Delivery 6/23/97

TeleCellular de Puerto Rico, Inc.

Roger Crane
President

2314 Northshore Dr.
Kingswood, Texas 77339
Phone 281-358-3333 Fax 281-358-3334

October 29, 1997

CONFIDENTIAL

TO: License Corporations, Directors, and Shareholders
FROM: Roger Crane, President

As referenced and expected in our letter dated September 22, 1997, the San Juan Court issued a judgment in writing, dismissing the lawsuit by Telecellular, Inc. against TeleCellular de Puerto Rico, Inc. (TPR), and awarded TPR and its shareholders \$15,000,000 in damages against Island SMR, Inc. (Director Robert Pennock), Island Digital Communications, Inc. (Director Ramon Rivera Mulero). In addition, the bankruptcy filed in Puerto Rico by Caribbean Spectrum, Inc. (Director Paul Conrad) has been dismissed and will be included in the damages award. All contracts between the license corporations and TPR have been validated by the court. The court Marshal of the San Juan Superior Court will sign documents should the above license corporations refuse to sign documents required by the Joint Venture Agreement.

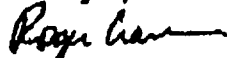
I caution every shareholder and License Corporation Director, that any association or documents signed with Telecellular, Inc., Mr. Paul Conrad, Ms. June McNally, or Mr. Pendleton Waugh that is detrimental to TPR will be dealt with in court, the same manner as above. As proven in the courts, TPR has rights to the contracts and FCC licenses, and TPR will proceed with damage claims against any individual and license corporation that violates those agreements. The appeal period for Telecellular, Inc. and the three license corporations is over.

TPR has received word from the FCC that it has been recommended for approval by FCC Division that the Joint Venture will be awarded it's Petition for Reconsideration and our construction deadline will move back to the original Extended Implementation date in February, 1998.

TPR is finalizing negotiations to complete the project and construct an island wide system. A digital system will cost \$55 to \$70 million. As you recall, prior to the frivolous lawsuit, TPR was successful in negotiations to complete the project. Now that the facts of the lawsuit are presented, investors are again confident in our potential for success.

I have attached a copy of the rulings of the court.

Thank you,



Roger Crane
President, Director
TeleCellular de Puerto Rico, Inc.
COPY: BOARD OF DIRECTORS
Mr. A.J. Benitez Zequeira, Esq.
Mr. Ramon Solis, General Manager

TOTAL P.01

LUKAS, MCGOWAN, NACE & GUTIERREZ

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WRITER'S DIRECT DIAL

(202) 828-9471

July 22, 1997

HAND DELIVERED

David Furth, Chief
Commercial Wireless Division
Wireless Telecommunications Bureau
Federal Communications Commission
7th Floor, Room 24
2100 M Street, NW
Washington, DC 20554

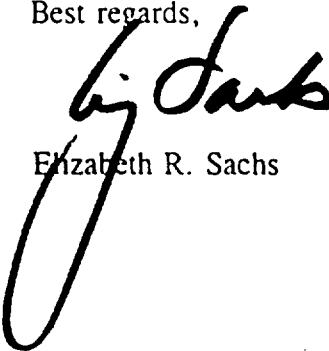
**RE: TELECELLULAR
EXTENDED IMPLEMENTATION REJUSTIFICATION
PETITION FOR RECONSIDERATION**

Dear David:

In anticipation of our meeting tomorrow, I am forwarding a copy of the letter we received recently from TELECELLULAR's attorneys in Puerto Rico. The letter confirms that the Court has granted TELECELLULAR's request for partial summary judgment and has dismissed all of the petitioners' claims. Although those determinations may be appealed, the Court's decision enables TELECELLULAR to proceed with the financial and technical activities that will permit deployment of its proposed digital, wide-area SMR system in Puerto Rico.

We will provide you with a translated copy of the decision as soon as it is available.

Best regards,


Elizabeth R. Sachs

Attachment

cc: Roger A. Crane

BUFETE BENNAZAR, CSP

Law Offices
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July 15, 1997

HAND DELIVERY

Mr. Roger Crane, CEO
Mr. David L. Barrett, CFO
TELECELLULAR DE PUERTO RICO, INC.
2314 Northshore Drive
Kingwood, TX 77339

Re: Telecellular, Inc., et al. v.
Telecellular de Puerto Rico, Inc., et al.
Civil No. KEP 96-0263(904)
Superior Court - San Juan
Our file number: 5-2227

Dear Messrs. Crane and Barrett:

Reference is made to our prior opinion letters to you of May 29 and June 30, 1997 and April 17 and August 20, 1996 concerning the above referenced litigation. The case was started with a Petition for injunction and then an amended complaint against Telecellular de Puerto Rico, Inc. (TPR) and related persons and entities, seeking to invalidate the Joint Venture Agreement entered into on May 26, 1995 between TPR and 15 corporations holding FCC licenses to construct and operate in Puerto Rico a digital wide area specialized mobile radio ("SMR") service system (the "License" corporations) and related agreements. TPR filed a counterclaim seeking a declaratory judgment declaring the validity and enforceability of said contracts and requesting a damages award against the initial plaintiff, an entity calling itself "Telecellular, Inc., a Delaware corporation" and several license corporations that joined in the amended complaint.

After several incidents that are described in our prior correspondence, the only plaintiffs left in the case were the entity calling itself Telecellular, Inc. and 3 license corporations: Caribbean Spectrum, Inc. wholly owned and represented by its sole director Paul Conrad, Island SMR, Inc. and Island Digital Communications, Inc., both represented by their respective directors Robert Pennock and Ramón Rivera Mulero. With

Mr. Roger Crane, CEO
Mr. David L. Barrett, CFO
July 15, 1997

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respect to the latter two, the Court dismissed the complaint. With respect to all 4 plaintiffs, the Court entered their default concerning TPR's counterclaim seeking declaratory judgment and damages. With respect to the first one, in a Resolution and Order dated November 8, 1996 granting TPR's request for a provisional remedy, the Court went as far as stating that the entity calling itself Telecellular, Inc. had not even demonstrated its existence.

Thus, of the 4 remaining plaintiffs, only 3 are license corporations, and the complaint had been dismissed with respect to 2 of them, so the claim was only "alive" as to Mr. Conrad's Caribbean Spectrum, Inc.

As informed in our prior correspondence, a hearing on default was scheduled for today on TPR's counterclaim against these 4 remaining plaintiffs. They appeared, represented by Benjamin Angueira Aguirre. Mr. Paul Conrad and an unidentified advisor were also present. The hearing commenced at 9:30 a.m. at Courtroom 807, presided by the Honorable Heidi Paganí Padró. The judge began the proceedings by stating from the bench that she was granting TPR's request for partial summary judgment awarding the counterclaim's declaratory judgment action which declares the Joint Venture Agreement of May 1996 and related documents valid and enforceable, making the provisional remedy issued on November 8, 1996 a permanent and final remedy, and deciding in favor of TPR its counterclaim for damages against plaintiffs for tortious interference with valid contractual relationships. The Court then instructed TPR to present its evidence on the amount of damages that the plaintiffs will have to pay to TPR. We presented such evidence, consisting in the testimony of Mr. David L. Barrett, CFO of TPR and several documents. Plaintiffs' counsel cross-examined Mr. Barrett and the matter was submitted for final adjudication.

The Court's ruling from the bench, granting our declaratory judgment action on the validity and enforceability of the contracts and making the provisional remedy a permanent and final one, has the effect of directing the 3 remaining plaintiff license corporations to specifically comply with their contractual obligations to TPR, including the execution of the necessary forms and documents to transfer their SMR licenses to TPR. This means that at present there is no pending legal action in which the validity and enforceability of the Joint Venture Agreement of May 26, 1996 and related contracts are being challenged. Each and every of plaintiffs' claim in the original petition and in the amended petition have been dismissed, and all of TPR's requests for remedies have been granted.

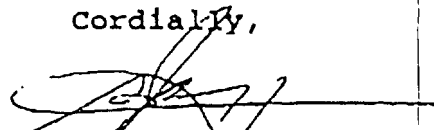
Mr. Roger Crane, CEO
Mr. David L. Barrett, CFO
July 15, 1997

Page 3

It is expected that the Court will shortly issue a judgment awarding TPR monetary damages. Whether TPR will be able to execute said judgment and actually collect some damages is at present uncertain. First of all, it is unlikely that the entity claiming to be "Telecellular, Inc., a Delaware corporation" exists at all and it is extremely unlikely that it has any assets. Secondly, we were advised today that said entity, together with Caribbean Spectrum, Inc. have filed for bankruptcy before the U.S. Bankruptcy Court for the District of Puerto Rico. We do not yet have copies of the bankruptcy petitions and are unaware of the assets and liabilities being claimed by each entity. Thirdly, the judgment that will be issued shortly as a result of today's hearing, will not become firm, final and unappealable until after 30 days from its date of issuance by the Clerk of the Superior Court. During that time, any of the parties affected by the judgment can appeal the same to the Puerto Rico Court of Appeals. In that event, we would, of course, defend the award in favor of TPR, and are equally confident that it should be sustained.

The above is a summary of Court proceedings in the case as they stand today, but if you need any documents or further details, please do not hesitate to contact us at your convenience.

Cordially,



A. J. Bennazar Zequeira

/mt

C: Mr. Edward Nemeth
Mr. Ramón Solla
Leopoldo Cabassa, Esq.
[s]b\tp\2crane.bar]

EXHIBIT E



October 31, 1997

Federal Communications Commission
Attn: Mr. Terry Fishel
Gettysburg, PA 17325

Reference: Telecellular, Inc. Filing

Dear Sir:

This letter is filed in support of the filing by Telecellular, Inc. for a request to extend construction time of their trunked SMR systems. As the designated supplier of equipment, we wish to offer the following information for the Federal Communications Commission during their deliberation of the request.

At the end of May, 1997, we met with Telecellular, Inc. and started to negotiate a deal that would allow the E.F. Johnson Company to supply the necessary equipment for their system. Negotiations extended over several months and on August 1, 1997, a purchase order was executed to allow the E.F. Johnson Company to build and install the 800 MHz system.

At that time, the E.F. Johnson Company was going through a reorganization and sale of the facilities. Because of the potential sale and other issues, we did not build any form of radios from portable and mobiles to the infrastructure. Further, with the downsizing of employees, we were further behind in orders and meeting obligations. Our commitment to Telecellular, Inc. was also affected by this action. We could supply no product to them until the middle of this month. Thus we support their request for an extension due to lack of product and the time needed to manufacture their radios.

We feel that a request to extend their construction period from November 20, 1997 for forty-five (45) days is well within the time we will need to finish the system. We have shipped some products, with the first shipment being picked up on Wednesday, October 29, 1997. We will, if the weather continues to cooperate and there is no workforce problems, be about 50% (fifty percent) completed by the end of November 1997. Total construction and acceptance should be completed by the end of January 1998.

Federal Communications Commission

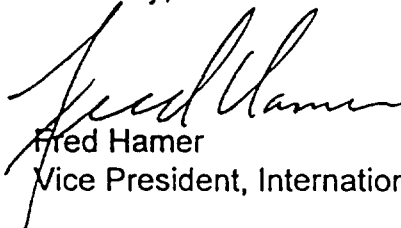
October 31, 1997

Page 2

To conclude, an extension of 45 days will allow this company to complete the manufacturing, shipping, and installation of the total system for Telecellular, Inc. Due to the sale of the company, the non-manufacturing of product, we ask the commission to understand the problems encountered by the licensee and ask that they act on the request with the extension of time for construction.

Thank you for your assistance, and understanding in this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Fred Hamer".

Fred Hamer
Vice President, International

/jm

EXHIBIT F